

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

SECURITIES INVESTOR PROTECTION  
CORPORATION,

Plaintiff-Applicant,

v.

BERNARD L. MADOFF INVESTMENT  
SECURITIES LLC,

Defendant.

In re:

BERNARD L. MADOFF,

Debtor.

Adv. Pro. No. 08-01789 (BRL)

SIPA Liquidation

(Substantively Consolidated)

**DECLARATION OF SEANNA R. BROWN IN SUPPORT OF TRUSTEE'S REPLY IN  
SUPPORT OF TRUSTEE'S MOTION TO AFFIRM TRUSTEE'S DETERMINATIONS  
DENYING CLAIMS OF CLAIMANTS WITHOUT BLMIS ACCOUNTS IN THEIR  
NAMES, NAMELY, INVESTORS IN FEEDER FUNDS**

I, Seanna R. Brown, Esq., of full age, hereby declare as follows:

1. I am a member of the Bar of this Court and an associate with the law firm of Baker & Hostetler LLP, counsel to Irving H. Picard, Esq., as trustee ("Trustee") for the substantively consolidated liquidation of Bernard L. Madoff Investment Securities LLC ("BLMIS") under the Securities Investor Protection Act, 15 U.S.C. § 78aaa *et seq.* ("SIPA"), and for the estate of Bernard L. Madoff ("Madoff") (collectively, "Debtors").

2. I submit this declaration in support of the Trustee's Reply in support of the Trustee's motion ("Motion") to affirm the Trustee's determination denying claims of claimants without BLMIS accounts in their names, namely, investors in Feeder Funds.<sup>1</sup> (Dkt. No. 2416).

3. As an attorney of record, I am fully familiar with this case and the facts set forth herein.

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<sup>1</sup> Capitalized terms not defined herein shall have the meanings ascribed to them in the Motion.

4. The Trustee's Motion involved nineteen BLMIS accounts held by sixteen Feeder Funds, which are listed on Exhibit 1 annexed to the declaration of David J. Sheehan, Esq. ("Sheehan Declaration") (Dkt. No. 2413), submitted in support of the Trustee's Motion.

5. Exhibits 2 and 3 to the Sheehan Declaration submitted in support of the Trustee's Motion listed the Objecting Claimants, as that term is defined in the Scheduling Motion (Dkt. No. 2052), including detailed information such as their claim numbers and docket numbers of their objections to the Trustee's determination of their claims.

6. Attached hereto as Exhibit 1 is a list of all oppositions and responses filed relating to the Trustee's Motion.

7. Attached hereto as Exhibit 2 is a list of those oppositions to the Trustee's Motion that were filed in accordance with the Scheduling Motion (Dkt. No. 2052). As such, those parties are "Objecting Claimants" as that term is defined therein and in the Trustee's Motion. Exhibit 2 contains further information regarding the Objecting Claimants, including their claim numbers, the docket numbers and dates of their objections to their claims determination, the Feeder Funds in which they may have invested, the Feeder Funds' corresponding BLMIS account numbers, and their counsel, if applicable.

8. Attached hereto as Exhibit 3 is a list of non-compliant responses to the Trustee's Motion that were filed in violation of the Scheduling Order. The parties on whose behalf the responses were filed were not designated as Objecting Claimants in the Trustee's Motion because (1) the claimant on whose behalf it was filed did not invest in one of the Feeder Funds that were the subject of the Trustee's Motion, (2) the claimant did not object to the Trustee's determination of their claims, or (3) the claimant did not file a claim with the Trustee in the first instance.

9. Attached hereto as Exhibit 4 is a list of claimants who sought leave to join, as provided for in the Scheduling Motion, and the resulting status of those claimants.

Pursuant to 28 U.S.C. § 1746, I hereby declare that the foregoing statements made by me are true and correct. I am aware that if any of the foregoing statements made by me are willfully false, I am subject to punishment.

Dated: New York, New York  
September 20, 2010

/s/ Seanna R. Brown  
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Trustee for the Substantively Consolidated  
SIPA Liquidation of Bernard L. Madoff  
Investment Securities LLC and Bernard L.  
Madoff*